

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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:
In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
:
Debtors. : **(Jointly Administered)**
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**ORDER GRANTING FINAL APPLICATION FOR
ALLOWANCE OF COMPENSATION FOR THE
PERIOD FROM SEPTEMBER 15, 2008 THROUGH MARCH 6, 2012
AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the application (the “Final Fee Application”) of Milbank, Tweed, Hadley & McCloy LLP (“Milbank”) for allowance of final compensation for professional services performed and reimbursement of actual and necessary expenses incurred during the period from September 15, 2008 through March 6, 2012 (the “Final Application Period”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure; and upon consideration of the recommended deductions (the “Recommended Deductions”) from fees and expenses made by the fee committee appointed in these chapter 11 cases (“Fee Committee”) set forth in the *Fee Committee’s Summary Report on Remaining Uncontested Final Fee Applications - for Hearing on November 29, 2012* [ECF No. 32372] (the “Fee Committee Report”); and a hearing having been held before this Court to consider the Final Fee Application; it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and after due notice pursuant to the second amended order entered on June 17, 2010 governing case management and administrative procedures [ECF No. 9635]; and there being no objections to the allowance of the

amounts set forth on Schedule A, incorporating the Fee Committee's Recommended Deductions as provided in the Fee Committee Report; and, after due consideration and upon all of the proceedings had before the Court, and sufficient cause appearing therefore, it is hereby

ORDERED that the Final Fee Application is granted to the extent provided in Schedule A; and it is further

ORDERED that final compensation to Milbank for professional services performed during the Final Application Period is allowed and awarded in the amount set forth on Schedule A in the column entitled "Fees Allowed" pursuant to section 331 of the Bankruptcy Code; and it is further

ORDERED that reimbursement to Milbank for expenses incurred during the Final Application Period is allowed and awarded in the amount set forth on Schedule A in the column entitled "Expenses to be Paid for Final Fee Period"; and it is further

ORDERED that pursuant to this Order, the Debtors are authorized and directed to pay to Milbank the "Fees Allowed" and the "Expenses to be Paid for Final Fee Period," which amounts are totaled in Schedule B in the columns entitled "Total Fees Paid" and "Total Expenses Paid," but only to the extent not previously paid pursuant to the order dated April 14, 2011 governing interim compensation in these cases [ECF No. 15997]; and it is further

ORDERED that the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
December 10, 2012

s/ James M. Peck
United States Bankruptcy Judge

SCHEDULE A

Final Fee Period: September 15, 2008 to March 6, 2012

Applicant	Date / Docket No. of Application	Final Fees Requested on Application	Fees Allowed	Fees to be Paid for Final Fee Period	Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	Total Fees to be Paid	Final Expenses Requested	Expenses to be Paid for Final Fee Period
Milbank, Tweed, Hadley & McCloy LLP	July 5, 2012 29238	\$144,430,022.50	\$140,430,022.50	\$6,884,446.80	\$0	\$6,884,446.80	\$6,707,064.31	\$6,707,064.31

Schedule A

Date: December 10, 2012

Initials: JMP, USBJ

SCHEDULE B

Cumulative Fee Periods

Applicant	Total Fees Requested	Total Fees Paid (including amounts paid pursuant to this Order)	Total Expenses Requested	Total Expenses Paid (including amounts paid pursuant to this Order)
Milbank, Tweed, Hadley & McCloy LLP	\$144,430,022.50	\$140,430,022.50	\$6,707,064.31	\$6,707,064.31

Schedule B

Date: December 10, 2012

Initials: JMP, USBJ